Date	Timekeeper	Time	Amount	Description of Service
09/21/2004	E. Lee	0.50	75.00	Draft email to client and Ed Saffery re my meet and confer with Tim Hogan re plaintiff's and HTC's discovery responses
09/22/2004	J. Morgan	0.30	34.50	Discuss meeting with Hogan re: discovery w/WHC
09/24/2004	E. Lee	0.10	6.00	Telephone call w/ T Hogan's office re request for copies of documents
09/27/2004	W. Ching	0.30	45.00	Tel call with C Ikeno re email from T Hogan for plaintiff re issues with HTC discovery responses
10/01/2004	W. Ching	0.40	60.00	Exchange email with T Hogan re HTC responses to his 4 issues concerning HTC's discovery responses
10/05/2004	J. Morgan	0.20	23.00	Telcon with Michael Lam re: status of requested documents
10/06/2004	E. Lee	1.50	97.50	Review and assemble additional documents produced by Plaintiff re Kmart records
10/11/2004	L. Chong	0.20	35.00	Discussion w/ WHC re Plaintiff's initial discovery requests
10/11/2004	L. Chong	0.60	105.00	Formulated response objecting to requests for unrestricted disclosure of Defendant's proprietary in-house system, and to failure to show what software components are relevant to allegations of copyright infringement in suit.
10/12/2004	W. Ching	0.40	60.00	Tel calls with C Ikeno re Hogan's request for daily reports and for more information on HTC's new database program and exchange emails with Hogan re same
10/12/2004	E. Lee	0.40	26.00	Prepare client documents for production to Plaintiff
10/26/2004	W. Ching	0.40	60.00	Review messages from and exchange email with Hogan re discovery of HTC's daily reports

Date	Timekeeper	Time	Amount	Description of Service
10/26/2004	W. Ching	0.30	45.00	Review Hogan's and Hasoda's discovery letter briefs to Judge Kobayashi re Iowa Telecom records, plaintiff's consolidated reply to his motion for relief from rule 16 scheduling order
10/26/2004	J. Morgan	0.60	69.00	Address production issues regarding the in-bound and out-bound daily reports, including telcons to Lex Smith
10/27/2004	W. Ching	0.40	60.00	Review magistrate's discovery order re Noa's Iowa tel records, Noa's response to plaintiff's request for production of docs and Foodland motion for protective order
10/27/2004	J. Morgan	0.20	23.00	Telcon with Edmund Saffrey re: production of daily reports
11/03/2004	W. Ching	0.20	30.00	Tel call with L Smith re discovery disputes with Hogan
11/05/2004	J. Morgan	2.70	310.50	Revisit outstanding discovery requests to and from Plaintiff and draft status report resame
11/05/2004	J. Morgan	0.30	34.50	Begin working on discovery deficiency letter to Hogan
11/10/2004	E. Lee	0.20	13.00	Telephone call w/ L Hosoda re Teresa Noa emails and production of documents
11/17/2004	J. Morgan	0.60	69.00	Begin drafting response to Hogan's letter re: outstanding discovery and stipulated protective order
11/22/2004	E. Lee	0.20	13.00	Telephone call w/ court reporter re questions concerning records to be produced by Iowa Telecom
11/22/2004	E. Lee	0.20	13.00	Follow up on status of documents requested from L Hosoda
11/22/2004	E. Lee	0.50	32.50	Review documents received from L Hosoda re T Noa emails
11/23/2004	J. Morgan	0.40	46.00	Draft joinders to Fleming's discovery requests

Date	Timekeeper	Time	Amount	Description of Service
11/23/2004	J. Morgan	0.30	34.50	Review discovery notes regarding James Kleban for possible incorporation into discovery requests
01/07/2005	J. Morgan	2.00	230.00	Prepare for, attend, and draft summary of discovery conference
01/07/2005	W. Ching	0.80	120.00	Prepare for and attend conference with C Matsui, discovery master, and counsel
01/07/2005	W. Ching	0.10	15.00	Review summary of conference with C Matsui, discovery master, and memo from Hogan re same
01/10/2005	J. Morgan	0.10	11.50	Read proposed memorandum from discovery conference held on 1/7/05
01/11/2005	W. Ching	0.20	30.00	Review email from Hogan and other counsel regarding SPO for various does to be produced
01/11/2005	J. Morgan	0.80	92.00	Draft and send to clients summary of discovery conference held on 1/7/05
01/12/2005	J. Morgan	0.60	69.00	Read Berry's Opposition to PCT's motion for discovery in Bankruptcy court
05/13/2005	J. Morgan	0.40	46.00	Read emails re: upcoming depositions and other discovery matters and read court orders re: Iowa Telecom and dispositive motions deadline
TOTALS:	W. Ching	19.70	2955.00	
	L. Chong	0.80	140.00	
	K. Douglas	0.80	100.00	
	J. Morgan	39.00	4485.00	
	E. Lee	5.10	366.00	
C	ATEGORY C - (including Haw		\$ 8,381.19	

D. **DEPOSITIONS**

Date	Timekeeper	Time	Amount	Description of Service
06/07/2004	W. Ching	0.40	60.00	Review and exchange emails with T Hogan re schedule for depositions this summer of HTC, Foodland, and individual named defendants
06/15/2004	W. Ching	0.20	30.00	Review letters and notices from counsel re depositions of Berry and Noa
07/12/2004	W. Ching	0.20	30.00	Review email from Hogan, Fine re Hogan's intention to depose Dillon
12/01/2004	J. Morgan	0.30	34.50	Contact with client re: upcoming depositions of Brian Christensen, Alfredda Aiolama, and Jacqueline Rio
12/03/2004	J. Morgan	0.50	57.50	Telcons to Wendell Wei, Lyle Hosoda, and Raina Meade re: depositions on Monday
12/06/2004	J. Morgan	3.80	437.00	Attend deposition of Brian Christensen
12/06/2004	J. Morgan	2.50	287.50	Attend deposition of Jacqueline Rio
12/06/2004	J. Morgan	1.50	172.50	Attend deposition of Alfredda Waialomma
12/07/2004	J. Morgan	3.00	345.00	Begin drafting deposition summaries of Brian Christensen, Jacqueline Rio, and Alfredda Waioloma
12/08/2004	J. Morgan	2.80	322.00	Draft deposition summaries of Brian Christensen, Jacqueline Rio, and Alfredda Waioloma
12/21/2004	W. Ching	0.20	30.00	Review deposition summaries of B Christensen, J Rio and A Waiolama (Fleming/C&S employees)
01/11/2005	J. Morgan	0.90	103.50	Finalize deposition summaries and draft transmittal to send to clients
TOTALS:	W. Ching	1.00	150.00	
	J. Morgan	15.30	1759.50	
CATEGORY D - TOTAL LEGAL FEES (including Hawaii General Excise Tax)				\$ 1,989.04



E. MOTIONS PRACTICE

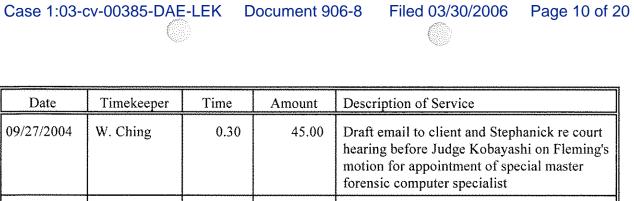
Date	Timekeeper	Time	Amount	Description of Service
04/13/2004	K. Douglas	0.90	112.50	Research re: elements of contributory infringement
06/02/2004	W. Ching	1.00	150.00	Review plaintiff Berry's motion for issuance of preliminary injunction
06/03/2004	J. Morgan	0.20	23.00	Read Fleming's 5/28 Memo in Opp to Berry's Stmt of Appeal from Amended Rule 16 Scheduling Order filed on May 7, 2004
06/03/2004	J. Morgan	0.40	46.00	Draft Joinder to Fleming's 5/28 Memo in Opp to Berry's Stmt of Appeal from Amended Rule 16 Scheduling Order filed on May 7, 2004
06/03/2004	J. Morgan	0.50	57.50	Read Plaintiff's Motion for Issuance of Preliminary Injunction
06/03/2004	J. Morgan	0.10	11.50	Read Fleming's Additional Statement of Fact re: Amended Rule 16 Scheduling Order
06/03/2004	W. Ching	0.10	15.00	Review Fleming's additional statement of fact re amended rule 16 scheduling order
08/12/2004	J. Morgan	2.00	230.00	Begin researching RICO provisions for Motion for Summary Judgment
08/14/2004	W. Ching	1.00	150.00	Review Flemings opposition to Berry's motion for preliminary injunction and Dillon et al's and C & S joinders
08/16/2004	J. Morgan	0.30	34.50	Draft statement of no position to preliminary injunction
08/17/2004	W. Ching	0.20	30.00	Draft HTC statement of no position to plaintiff's motion for issuance of preliminary injunction
08/20/2004	W. Ching	1.00	150.00	Review plaintiff's replies to opposition of Fleming, Dillon et al, Hawaiian Express Service et al to plaintiff's motion for issuance of preliminary injunction and plaintiff's reply to Fleming's evidentiary objections and motion to strike portions of declarations and exhibits in support of plaintiff's motion for issuance of preliminary injunction

Date	Timekeeper	Time	Amount	Description of Service
08/24/2004	J. Morgan	0.50	57.50	Identify motion to quash set for hearing on Monday at 11:30, including review of file, docket sheet, and tel call to Janey at Lex Smith's office
08/25/2004	J. Morgan	0.10	11.50	Continue initial research for motion for summary judgment
08/25/2004	J. Morgan	2.00	230.00	Begin reviewing pleadings in preparation for hearing on Monday re: Berry's Motion for Preliminary Injunction
08/26/2004	K. Douglas	0.30	37.50	Review Plaintiff's Reply to Dillon, et al's Joinder to Fleming's Opposition to Motion for Preliminary Injunction
08/26/2004	K. Douglas	0.20	25.00	Review Plaintiff's Reply to Fleming's Motion to Strike
08/26/2004	K. Douglas	0.20	25.00	Review Plaintiff's Reply to Hawaiian Express' Opposition to Motion for Preliminary Injunction
08/26/2004	K. Douglas	0.40	50.00	Review Plaintiff's Reply to Fleming's Opposition to Motion for Preliminary Injunction
08/27/2004	K. Douglas	0.20	25.00	Review Exhibit M submitted errata in Opposition to Plaintiff's Motion for Preliminary Injunction
08/27/2004	K. Douglas	0.30	37.50	Review Hawaiian Express Findings of Fact and Conclusions of Law
08/27/2004	K. Douglas	0.40	50.00	Review Berry's Findings of Fact and Conclusions of Law for Preliminary Injunction
08/30/2004	K. Douglas	0.40	50.00	Analyze options for HTC's Motion for Summary Judgment
08/30/2004	K. Douglas	1.30	162.50	Research re: case law in support of motion for summary judgment on issue of vicarious and contributory copyright infringement
08/30/2004	K. Douglas	0.30	37.50	Review Judge Mollway's inclination re: preliminary injunction

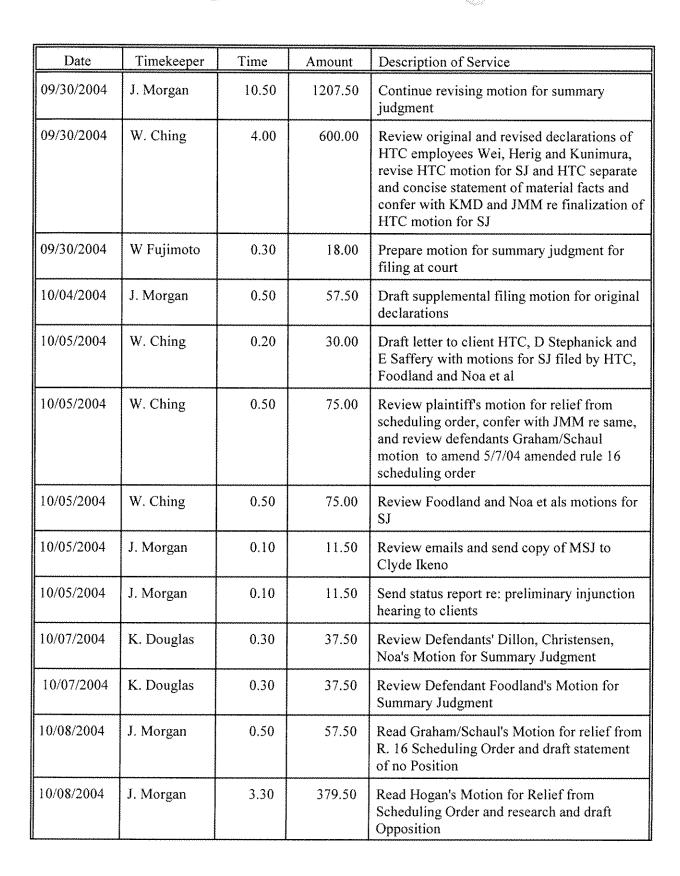
Date	Timekeeper	Time	Amount	Description of Service
08/30/2004	K. Douglas	0.60	75.00	Outline elements of claim for vicarious and contributory copyright infringement
08/30/2004	K. Douglas	0.40	50.00	Prepare analysis of factual issues to be determined for support of MSJ
08/30/2004	K. Douglas	0.30	37.50	Review Fleming's Proposed Findings of Fact and Conclusions of Law
08/30/2004	K. Douglas	0.30	37.50	Review Dillion, Noa's and Christensen's Memo in Opposition to Preliminary Injunction
08/30/2004	K. Douglas	0.20	25.00	Review Hawaiian Express Service's Memo in Opposition to Preliminary Injunction
08/30/2004	K. Douglas	0.40	50.00	Review Fleming's Memo in Opposition to Preliminary Injunction
08/30/2004	K. Douglas	0.50	62.50	Research re: innocent infringer defense
09/07/2004	W. Ching	1.00	150.00	Review proposed findings of fact and conclusions of law submitted by plaintiff, Fleming Companies, and HES
09/08/2004	K. Douglas	0.30	37.50	Review Fleming's Motion to Appoint Special Master
09/15/2004	W. Ching	0.30	45.00	Review Fleming's motion for appointment of special master and affidavit of Mark Dillon
09/15/2004	J. Morgan	6.30	724.50	Continue researching in preparation for drafting motion for summary judgment
09/16/2004	J. Morgan	5.20	598.00	Continue researching and begin drafting motion for summary judgment
09/17/2004	W. Ching	0.20	30.00	Review Fleming ex parte motion to advance motion for appointment of special master and court's minute order re same
09/17/2004	J. Morgan	6.00	690.00	Continue researching and drafting motion for summary judgment
09/20/2004	K. Douglas	0.30	37.50	Review Fleming's Motion to Appoint Special Master; Affidavit of Mark Dillon

Date	Timekeeper	Time	Amount	Description of Service
09/20/2004	K. Douglas	0.40	50.00	Analyze options for defense to direct infringement in drafting motion for summary judgment
09/20/2004	J. Morgan	0.30	34.50	Modify Joinder Motion
09/20/2004	J. Morgan	6.20	713.00	Continue drafting motion for summary judgment
09/21/2004	K. Douglas	0.60	75.00	Review factual basis for allegations of direct infringement
09/21/2004	J. Morgan	6.40	736.00	Continue drafting motion for summary judgment
09/21/2004	W. Ching	1.00	150.00	Review Affidavit of Wayne Berry and Exhibits 1 - 34 in support of plaintiff's motion for preliminary injunction, Foodland's memo of support and HEX joinder re Fleming's motion for special master and plaintiff's limited objection and response to Dillon et al's joinder
09/22/2004	J. Morgan	0.50	57.50	Read contract b/w Fleming and HTC and incorporate into motion for summary judgment
09/22/2004	K. Douglas	3.20	400.00	Review, comment, and modify HTC's Motion for Summary Judgment as to claims of direct infringement, vicarious and contributory infringement, RICO, Sherman Act and conspiracy to infringe
09/22/2004	W. Ching	0.20	30.00	Review Foodland response to Berry's limited objection re Fleming's motion for appointment of special master
09/23/2004	W. Ching	0.20	30.00	Review and revise HTC memo in response to Berry's limited objection to Fleming motion for appointment of special master
09/23/2004	K. Douglas	2.80	350.00	Continue review, comment, and modify HTC's Motion for Summary Judgment as to claims of direct infringement, vicarious and contributory infringement, RICO, Sherman Act and conspiracy to infringe

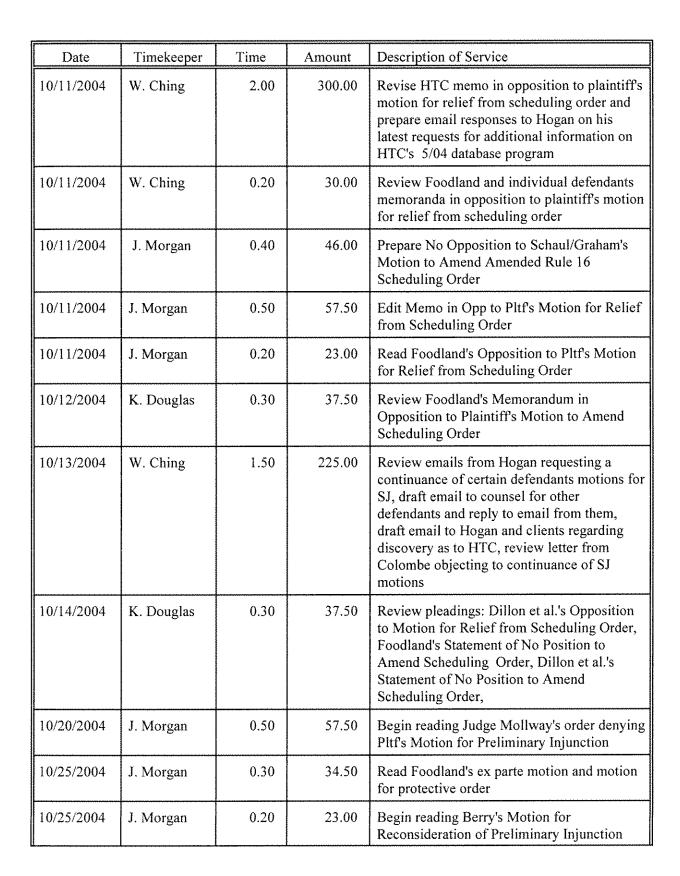
Date	Timekeeper	Time	Amount	Description of Service
09/23/2004	K. Douglas	0.50	62.50	Review Plaintiff's Rico Statement
09/23/2004	K. Douglas	0.40	50.00	Review interrogatories and Second Amended Complaint for dates of infringement for possible estoppel argument
09/23/2004	K. Douglas	0.40	50.00	Research re: issue preclusion as applied to first Fleming lawsuit
09/23/2004	W. Ching	0.10	15.00	Review Alixpartners answer to plaintiff's second amended complaint
09/23/2004	W. Ching	2.00	300.00	Review and revise draft of HTC motion for summary judgment
09/23/2004	J. Morgan	1.50	172.50	Read Pltf's Limited Objection to Appt of Special Master and Draft Reply
09/23/2004	J. Morgan	2.10	241.50	Research applicable/helpful cases for motion for summary judgment
09/24/2004	J. Morgan	0.10	11.50	Telcon to Lex Smith re: supporting information for MSJ
09/24/2004	J. Morgan	0.80	92.00	Discuss motion for summary judgment and other issues, including outstanding discovery with WHC
09/24/2004	J. Morgan	0.30	34.50	Read Mark Dillon Affidavit;
09/24/2004	J. Morgan	0.30	34.50	Begin reading Berry Affidavit;
09/24/2004	J. Morgan	0.30	34.50	Begin review of document submitted with Berry's FCS copyright registration
09/24/2004	W. Ching	0.60	90.00	Review issues concerning HTC's motion for SJ and HTC's responses to items raised by Hogan
09/26/2004	J. Morgan	7.00	805.00	Continue drafting motion for summary judgment
09/27/2004	J. Morgan	11.30	1299.50	Continue drafting motion for summary judgment

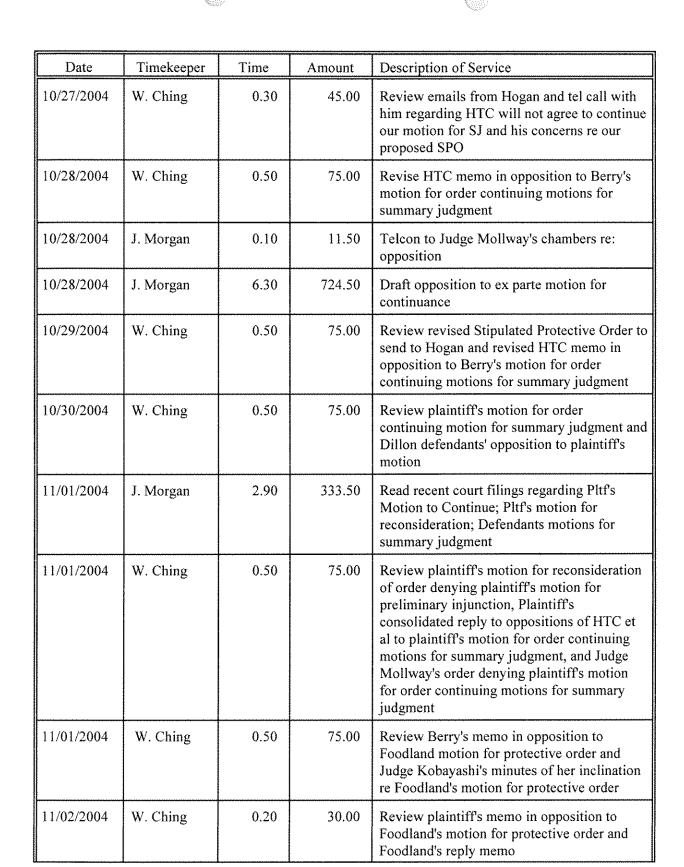


Date	Timekeeper	Time	Amount	Description of Service
09/27/2004	W. Ching	0.30	45.00	Draft email to client and Stephanick re court hearing before Judge Kobayashi on Fleming's motion for appointment of special master forensic computer specialist
09/28/2004	K. Douglas	3.30	412.50	Modify HTC's Motion for Summary Judgment as to claims of direct infringement, vicarious and contributory infringement, RICO, Sherman Act and conspiracy to infringe
09/28/2004	J. Morgan	3.50	402.50	Continue drafting motion for summary judgment
09/28/2004	W. Ching	0.30	45.00	Confer with JMM re hearing on motion for appointment of special master before Judge Kobayashi yesterday and hearing on plaintiff's motion for preliminary injunction today before Judge Mollway
09/28/2004	W. Ching	2.00	300.00	Review and comment on revised HTC motion for summary judgment
09/29/2004	J. Morgan	7.90	908.50	Continue revising motion for summary judgment; telcon to counsel re: extension; telcon to Hosoda re: facts in support of motion for summary judgment; telcon to client; draft declarations
09/29/2004	W. Ching	0.50	75.00	Analyze issues to be revised in HTC motion for SJ with JMM
09/29/2004	W. Ching	0.20	30.00	Tel call with C Ikeno re status of HTC motion for SJ
09/29/2004	W. Ching	0.20	30.00	Tel call with Ed Saffery re status of HTC motion for SJ
09/30/2004	K. Douglas	4.20	525.00	Modify Motion for Summary Judgment re: infringement, Rico, Sherman Act claims
09/30/2004	K. Douglas	0.80	100.00	Review and modify concise statement of facts and supporting affidavits
09/30/2004	K. Douglas	0.90	112.50	Update 9th Circuit case law re: finding of direct financial benefit as element of vicarious infringement

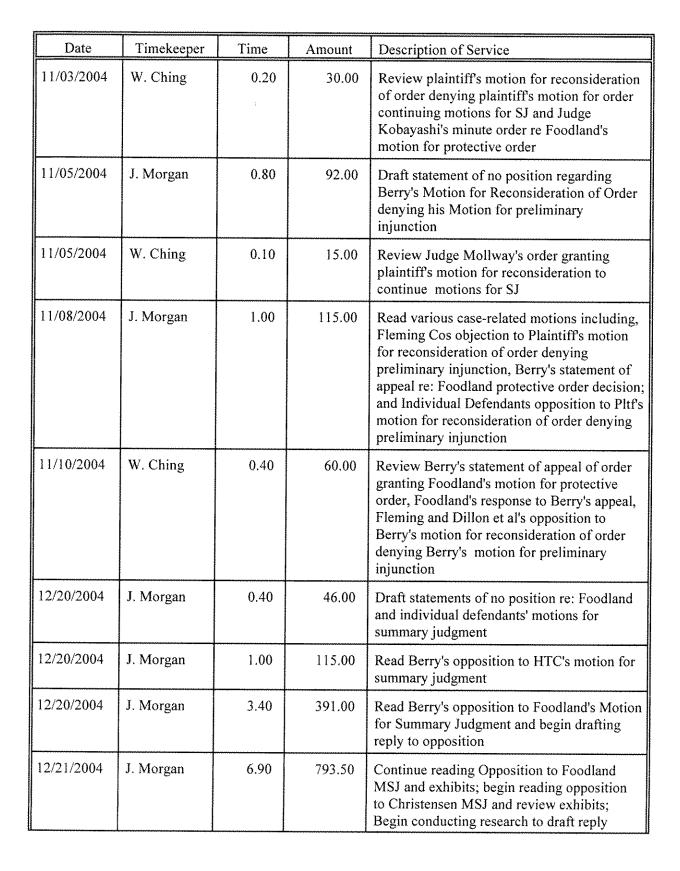


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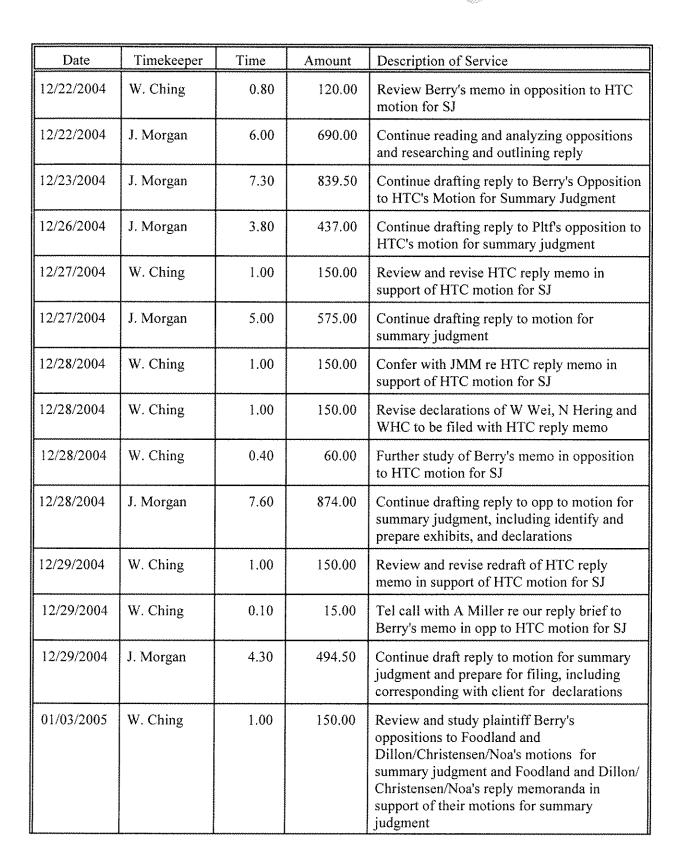


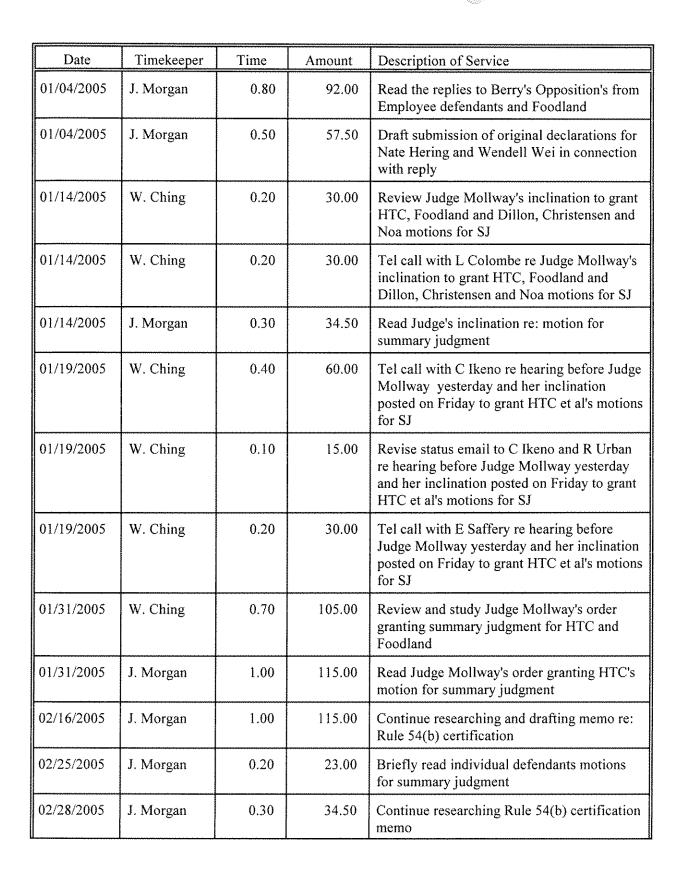


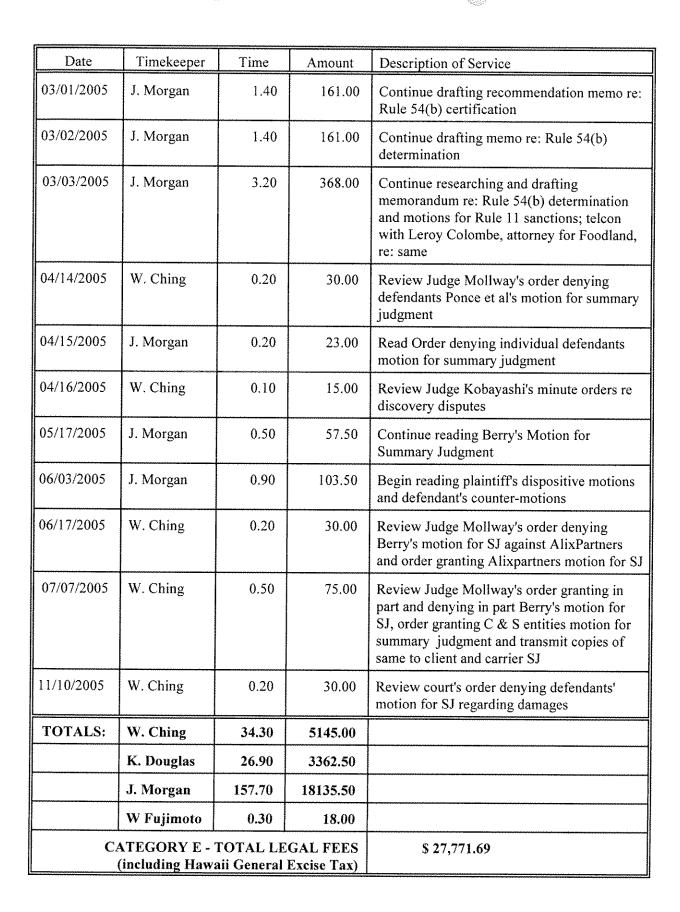




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ATTENDING COURT HEARINGS F.

Date	Timekeeper	Time	Amount	Description of Service
02/17/2004	W. Ching	0.10	15.00	Tel call with D Stephanick regarding authority for settlement conf this afternoon
02/17/2004	W. Ching	2.40	360.00	Prepare for and attend hearing on plaintiff's motion for leave to file second amended complaint and settlement conf before Judge L Kobayashi
03/02/2004	J. Morgan	0.10	11.50	Begin preparing for settlement conference on 3/3, including emailing client re: contact numbers and brief review of file
03/03/2004	J. Morgan	1.10	126.50	Prepare for settlement conference
03/03/2004	J. Morgan	2.20	253.00	Attend settlement conference
03/03/2004	J. Morgan	0.80	92.00	Draft client report regarding settlement conference
03/06/2004	W. Ching	0.20	30.00	Review status email about settlement conf from JMM and forward same to D Stepanick and C Ikeno at HTC
03/17/2004	J. Morgan	0.80	92.00	Attend status conference and send summary to WHC
05/06/2004	W. Ching	2.00	300.00	Prepare for and attend scheduling conf at Judge Kobayashi's chambers to set trial date in 9/0W. Chingnd confer with defense counsel to strategize discovery and motions
05/07/2004	W. Ching	0.30	45.00	Draft email to client and Stephanick/Miller re scheduling conference
05/13/2004	J. Morgan	0.30	34.50	Prepare for status conference
05/13/2004	J. Morgan	0.80	92.00	Attend status conference
05/13/2004	J. Morgan	0.20	23.00	Provide report on status conference

Date	Timekeeper	Time	Amount	Description of Service
05/04/2004	W. Ching	0.30	45.00	Tel call with C Ikeno regarding what to expect with upcoming mediation tomorrow
05/04/2004	W. Ching	0.20	30.00	Tel call with A Miller regarding upcoming mediation tomorrow and availability of Dana by tel
05/05/2004	K. Douglas	0.40	50.00	Prepare case law support for mediation re: vicarious and contributory infringement
05/05/2004	W. Ching	1.00	150.00	Prepare for mediation at USDC with Judge Kobayashi and B Meyer
05/05/2004	W. Ching	1.50	225.00	Meet and confer with HTC reps C Ikeno and W Wei and A Miller of C & F in preparation for mediation at USDC with Judge Kobayashi and B Meyer
05/05/2004	W. Ching	4.00	600.00	Attend mediation with HTC reps C Ikeno and W Wei and A Miller of C & F at USDC with Judge Kobayashi and B Meyer and other parties and their counsel
05/05/2004	W. Ching	0.50	75.00	Draft email status letter to D Stephanick re mediation with HTC reps C Ikeno and W Wei and A Miller of C & F at USDC with Judge Kobayashi and B Meyer
05/06/2004	W. Ching	0.20	30.00	Exchange email with Dana Stephanick re aborted mediation and HTC motion for SJ
08/30/2004	J. Morgan	1.30	149.50	Continue preparing for hearing; attend hearing
08/30/2004	J. Morgan	2.80	322.00	Travel to and attend hearing
09/27/2004	W. Ching	1.00	150.00	Prepare for and attend court hearing before Judge Kobayashi on Fleming's motion for appointment of special master forensic computer specialist
09/28/2004	J. Morgan	4.00	460.00	Attend continued hearing re Berry's Motion for Preliminary Injunction before J. Mollway
11/03/2004	J. Morgan	1.30	149.50	Attend hearing on Foodland's Motion for Protective Order
01/18/2005	W. Ching	2.00	300.00	Attend hearing on HTC, Foodland, and Noa, Dillon and Christensen motions for summary judgment before Judge Mollway

Date	Timekeeper	Time	Amount	Description of Service
01/18/2005	J. Morgan	4.00	460.00	Prepare for and attend hearing on HTC's motion for summary judgment
TOTALS:	W. Ching	15.70	2355.00	
	K. Douglas	0.40	50.00	
	J. Morgan	19.70	2265.50	
CATEGORY F - TOTAL LEGAL FEES (including Hawaii General Excise Tax)				\$ 4,865.07

TOTAL LEGAL FEES FOR ALL CATEGORIES (A-F) \$ 58,212.61